

RECORDATION NO. 11239-A Filed & Recorded

WILMER, CUTLER & PICKERING FEB 2 1987 12:00 PM

2445 M STREET, N. W.
WASHINGTON, D. C. 20037-1420

INTERSTATE COMMERCE COMMISSION

INTERNATIONAL TELEX: 440 239 WCPI U
TELEX: 89-2402 WICRNG WSH
TELEPHONE 202 663-6000

EUROPEAN OFFICE
4 CARLTON GARDENS
PALL MALL
LONDON, SW1Y 5AA, ENGLAND
TELEPHONE 011-441-839-4466
TELEX: 8813918 WCPLDN
TELCOPY: 839-3537
CABLE ADDRESS: WICRNG LONDON

ALLEN H. HARRISON, JR.

DIRECT-LINE (202)
6093
ICC OFFICE OF
THE SECRETARY
FEB 2 11 45 AM '87
MOTOR OPERATING UNIT

February 2, 1987

\$10.00 filing fee

Dear Ms. McGee:

On behalf of Avec Equipment Corporation, Assignor, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, one enclosed executed counterpart and one enclosed certified true copy of a secondary document, not previously recorded, entitled Assignment Agreement dated August 13, 1982.

The parties to the said enclosed Assignment document are:

Avec Equipment Corporation - Assignor
Post Office Box 706
Galion, Ohio 44833

Solar Equity Corporation - Assignee
Post Office Box 706
Galion, Ohio 44833

The said Assignment document assigns the interests of Avec Equipment Corporation in that certain note (among five others) and related Assignment and Subordination document (among five others) to that Mortgage, Assignment and Security Agreement (among five others), recorded with the Interstate Commerce Commission December 26, 1979, under Recordation No. 11239, and the instant Assignment should be recorded under the next available letter under Recordation No. 11239.

Please cross-index this Assignment under Solar Equity Corporation, the assignee herein.

The rolling stock covered consists of the units under the aforesaid Mortgage, Assignment and Security Agreement.

No. 7-033A021
Date FEB 2 1987
Fee 10.00
ICC Washington, D. C.

Counterparts - A. H. Harrison

Under 11239-A

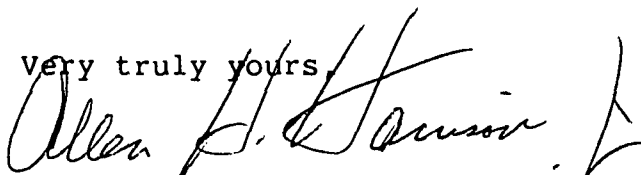
A short summary of the document to appear in the Index is as follows:

"Assignment by Avec to Solar Equity Corporation of its interest in notes and Assignment and Subordination document."

Enclosed is a check in the amount of ten dollars (\$10) in payment of the filing fee.

Once this filing has been made, please return to bearer the stamped counterpart of the certified true copy of the document, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, reading "Allen H. Harrison, Jr.", followed by a large, stylized flourish.

Allen H. Harrison, Jr.
Attorney for the purpose of
this filing for Avec Equipment
Corporation

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

AHH/mtw

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

February 2, 1987

Allen H. Harrison, Jr.
2445 M. Street, n.w.
Washington, D. C. 20037-1420

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/2/87 at 12:00PM, and assigned recordation number(s). 10962₈, 10962₇, 10963₈A, 11239₈A, 11778₈A and 12016₈A

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 11239-A Filed & Recorded

FEB 8 1987 2:00 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AGREEMENT

For and in consideration of Solar Equity Corporation executing the SUBORDINATION AGREEMENT in favor of Provident National Bank, of this date, as set forth in Exhibit A attached hereto, Avec Equipment Corporation hereby assigns to Solar Equity Corporation all of its interests, acquired concurrently this date, in the six (6) notes and the six (6) Assignment and Subordination Agreements as set forth in the Exhibits B, C, D, E, F, G attached hereto, in substitution of security for the note and mortgage in the face amount of Five Hundred Thirty Thousand Dollars (\$530,000.00) dated June 14, 1980 with Avec Equipment Corporation as the "Payor" and Solar Equity as the "Payee".

Dated August 13, 1982

SOLAR EQUITY CORPORATION

by Philip S. Hesby, Pres
Philip S. Hesby, President

AVEC EQUIPMENT CORPORATION

by Philip S. Hesby, Pres
Philip S. Hesby, President

KEEP

ICC FILE COPY

11239-A

State of Ohio:

County of Marion: SS

Personally appeared before me a Notary Public in and for said county and state came Philip S. Hesby as President of Solar Equity Corporation and Philip S. Hesby as President of Avec Equipment Corporation, known to me to be such, who executed the within document and acknowledges the same as his voluntary act and deed.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Stanley E. Casey
NOTARY PUBLIC

STANLEY E. CASEY, Notary Public
State of Ohio

My Commission Expires, August 29, 1987

Subordination Agreement

For value received and intending to be legally bound, Solar Equity Corporation, an Ohio corporation ("Solar"), and an affiliate of Avec Equipment Corporation, an Ohio corporation ("Avec"), on behalf of itself and its assigns, covenants and agrees with Provident National Bank, a national banking association ("Provident") that so long as any principal of or interest on the Secured Promissory Note from Avec to Provident dated July 1, 1982, in the face amount of \$1,543,448.29 remains outstanding and unpaid, Solar will not exercise any right or remedy which it may have with respect to any or all of the boxcars identified on the attached Schedule 1 under or pursuant to a Mortgage, Assignment and Security Agreement dated June 14, 1980 between Solar, Avec and Philip S. Hesby ^{TRUSTEE} *PHS* or under or pursuant to the \$530,000 Demand Promissory Note of Avec to Solar dated June 14, 1980 secured by said Mortgage, Assignment and Security Agreement.

PROVIDENT NATIONAL BANK

BY *[Signature]* VPAugust 13, 1982, 1982

SOLAR EQUITY CORPORATION,

BY *Philip S. Hesby, Trustee*August 13, 1982, 1982

Schedule 1

AUGUSTA RAILROAD COMPANY

| | | | | | |
|-----|--------|-----|--------|-----|--------|
| AUG | 123000 | AUG | 123100 | AUG | 123163 |
| | 123001 | | 123101 | | 123164 |
| | 123002 | | 123103 | | 123165 |
| | 123003 | | 123104 | | 123166 |
| | 123004 | | 123105 | | 123167 |
| | 123010 | | 123106 | | 123168 |
| | 123011 | | 123107 | | 123170 |
| | 123012 | | 123108 | | 123171 |
| | 123013 | | 123109 | | 123172 |
| | 123014 | | 123110 | | 123173 |
| | 123015 | | 123111 | | 123175 |
| | 123017 | | 123112 | | 123176 |
| | 123018 | | 123117 | | 123177 |
| | 123019 | | 123118 | | 123178 |
| | 123020 | | 123119 | | 123179 |
| | 123021 | | 123120 | | 123180 |
| | 123022 | | 123121 | | 123500 |
| | 123023 | | 123122 | | 123501 |
| | 123025 | | 123123 | | 123502 |
| | 123026 | | 123124 | | 123503 |
| | 123027 | | 123125 | | 123504 |
| | 123028 | | 123126 | | 123505 |
| | 123031 | | 123127 | | 123506 |
| | 123036 | | 123128 | | 123507 |
| | 123037 | | 123129 | | 123508 |
| | 123038 | | 123130 | | 123509 |
| | 123039 | | 123131 | | |
| | 123041 | | 123132 | | |
| | 123052 | | 123133 | | |
| | 123060 | | 123151 | | |
| | 123068 | | 123152 | | |
| | 123070 | | 123153 | | |
| | 123072 | | 123154 | | |
| | 123084 | | 123155 | | |
| | 123085 | | 123156 | | |
| | 123086 | | 123157 | | |
| | 123087 | | 123158 | | |
| | 123089 | | 123159 | | |
| | 123094 | | 123160 | | |
| | 123096 | | 123161 | | |
| | 123097 | | 123162 | | |
| | 123098 | | | | |

Assignment and Subordination

Provident National Bank ("Bank"), assigns all of its right, title and interest in this Mortgage, Assignment and Security Agreement ("Mortgage") dated December 17, 1979 to Avec Equipment Corporation, an Ohio corporation ("Avec") without recourse.

Provident National Bank

By R.C. [Signature]Dated: August 13, 1981

Assignment and Subordination

Provident National Bank ("Bank"), assigns all of its right, title and interest in this Mortgage, Assignment and Security Agreement ("Mortgage") dated January 9, 1980 to Avec Equipment Corporation, an Ohio corporation ("Avec") without recourse.

Provident National Bank

By 

Dated: August 13, 1980

Assignment and Subordination

Provident National Bank ("Bank"), assigns all of its right, title and interest in this Mortgage, Assignment and Security Agreement ("Mortgage") dated October 26, 1979 to Avec Equipment Corporation, an Ohio corporation ("Avec") without recourse and, for value received and intending to be legally bound, Avec agrees on behalf of itself and any assignee of the Mortgage that no right or remedy available under the Mortgage shall be exercised against or with reference to boxcars YS 23772 or YS 23968 which are subject to said Mortgage so long as there remains unpaid any principal of or interest on a Secured Promissory Note dated July 1, 1982 from Avec to Bank in the amount of \$1,543,448.29 payable on or before June 30, 1989.

Avec Equipment Corporation

By July S. Heskey, PresDated: August 13 1982

Provident National Bank

By R. C. RhoadsDated: August 13 1982

Assignment and Subordination

Provident National Bank ("Bank"), assigns all of its right, title and interest in this Mortgage, Assignment and Security Agreement ("Mortgage") dated November 28, 1979 to Avec Equipment Corporation, an Ohio corporation ("Avec") without recourse.

Provident National Bank

By Dated: August 13, 1982

Assignment and Subordination

Provident National Bank ("Bank"), assigns all of its right, title and interest in this Mortgage, Assignment and Security Agreement ("Mortgage") dated February 15, 1980 to Avec Equipment Corporation, an Ohio corporation ("Avec") without recourse.

Provident National Bank

By R. C. KlineDated: August 13, 1980

Assignment and Subordination

Provident National Bank ("Bank"), assigns all of its right, title and interest in this Mortgage, Assignment and Security Agreement ("Mortgage") dated June 23, 1980 to Avec Equipment Corporation, an Ohio corporation ("Avec") without recourse and, for value received and intending to be legally bound, Avec agrees on behalf of itself and any assignee of the Mortgage that no right or remedy available under the Mortgage shall be exercised against the Debtor (as defined in the Mortgage) or the assets secured by said Mortgage so long as there remains unpaid any principal of or interest on a Secured Promissory Note dated July 1, 1982 from Avec to Bank in the amount of \$1,543,448.29 payable on or before June 30, 1989.

Avec Equipment Corporation

By July S. Hersh, PresDated: August 13 1982

Provident National Bank

By RO [Signature]Dated: August 13 1982

| INDEX FEDERAL INVESTMENT CORPORATION REVENUE BOX CARS SELECTED | | | | | | | | |
|--|------------------|---------|---------|-------|-------|-------|-------|-------|
| 23004 | 23210 | 23470 | 23719 | 23962 | 24236 | 24647 | 25008 | 25248 |
| 23017 | 23211 | 23486 | 23724 | 23969 | 24298 | 24663 | 25012 | 25256 |
| 23024 | 23218 | 23494 | 23741 | 23974 | 24329 | 24678 | 25015 | 25270 |
| 23036 | 23220 | 23502 | 23742 | 23986 | 24341 | 24686 | 25039 | 25273 |
| 23045 | 23224 | 23510 | 23744 | 23988 | 24347 | 24712 | 25051 | 25281 |
| 23054 | 23248 ✓ | 23517 | 23745 | 23990 | 24355 | 24735 | 25054 | 25289 |
| 23061 | 23260 | 23524 | 23751 | 23992 | 24367 | 24736 | 25055 | 25327 |
| 23066 | 23261 | 23536 | 23793 | 23997 | 24384 | 24743 | 25058 | 25329 |
| 23071 | 23266 | 23537 | 23802 | 24029 | 24389 | 24760 | 25082 | 25334 |
| 23083 | 23278 | 23538 | 23816 | 24045 | 24400 | 24775 | 25111 | 25386 |
| 23093 | 23287 | 23550 | 23823 | 24052 | 24409 | 24786 | 25112 | 25414 |
| 23102 | 23291 | 23554 | 23825 | 24058 | 24445 | 24792 | 25116 | 25422 |
| 23103 | 23294 | 23556 | 23826 | 24071 | 24446 | 24800 | 25121 | 25446 |
| 23114 | 23295 | 23579 | 23853 | 24074 | 24460 | 24826 | 25127 | 25449 |
| 23116 | 23324 | 23587 | 23858 | 24087 | 24474 | 24835 | 25133 | 25454 |
| | 23345 | | | | | | | |
| 23120 | 23346 | 23601 ✓ | 23868 | 24096 | 24475 | 24856 | 25144 | 25463 |
| 23128 ✓ | 23348 | 23605 | 23869 ✓ | 24099 | 24486 | 24861 | 25145 | 25465 |
| 23129 | 23352 | 23643 } | 23873 | 24119 | 24497 | 24867 | 25156 | 25466 |
| 23135 | 23362 | 23654 | 23884 | 24123 | 24502 | 24884 | 25162 | 25471 |
| 23154 | 23369 | 23666 | 23906 | 24154 | 24519 | 24894 | 25164 | 25479 |
| 23168 | 23388 | 23672 | 23912 | 24157 | 24522 | 24903 | 25171 | 25497 |
| 23172 | 23389 | 23673 | 23919 | 24158 | 24545 | 24911 | 25179 | 25498 |
| 23174 | 23392 | 23683 | 23925 | 24159 | 24569 | 24913 | 25180 | 25512 |
| 23175 | 23400 | 23694 | 23936 | 24184 | 24572 | 24984 | 25193 | 25519 |
| 23181 | 23410 | 23701 | 23939 | 24186 | 24589 | 24993 | 25195 | 25522 |
| | 23413 | | | | | | | |
| 23195 | 23421 | 23702 | 23948 | 24196 | 24606 | 25001 | 25205 | 25536 |
| 23200 | 23451 | 23707 | 23958 | 24232 | 24630 | 25005 | 25234 | |
| 23204 | 23453 | 23716 | 23961 | 24235 | 24639 | 25006 | 25247 | |